

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) (Jointly Administered)
)
Debtors.)

**AFFIDAVIT OF W. LARRY FARMER IN SUPPORT OF AMENDED APPLICATION
OF THE DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§ 327(A)
AND 328 AND FED. R. BANKR. P. 2014(A), 2016 AND 5002 AUTHORIZING
THE EMPLOYMENT AND RETENTION OF PRICEWATERHOUSECOOPERS LLP
AS AUDITORS AND TAX CONSULTANTS TO THE DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO NOVEMBER 11, 2001**

STATE OF MARYLAND)
) ss.
COUNTY OF HOWARD)

W. LARRY FARMER, being duly sworn, deposes and says:

1. I am a partner in PricewaterhouseCoopers LLP ("PwC"), an accounting and financial services firm that maintains offices at numerous locations around the world, and I

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

make this Affidavit on behalf of PwC (the "Affidavit"). I submit this Affidavit in support of the application (the "Amended Application") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order") authorizing the employment and retention of PwC as auditors and tax consultants to the Debtors in these chapter 11 cases (collectively, the "Chapter 11 Cases"). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

PwC's Qualifications

2. PwC is recognized for its expertise as auditors and tax consultants.

3. For more than a century, PwC has audited the financial statements of the Debtors and its predecessors. PwC has become thoroughly familiar with the Debtors' operations and is well qualified to serve the Debtors as auditors and tax consultants in a cost-effective and efficient manner.

Disinterestedness Of Professionals

4. Based on the results of the conflict search conducted to date and described more fully below, to the best of my knowledge, neither I, PwC, nor any partner or employee thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, other parties-in-interest (as reasonably known to PwC) or their respective attorneys, except as disclosed or otherwise described herein. Further, to the best of my knowledge, no one involved in this case or in PwC's Audit Practice has any connection with or to the U.S. Trustee or any person employed in the Office of the U.S. Trustee for the District of Delaware.

5. To the best of my knowledge, PwC is a "disinterested person" as that term is defined in section 101(14) of title 11 of the United States Code (as amended, the "Bankruptcy Code"), as modified by section 1107(b) of the Bankruptcy Code, in that, its members and employees:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not investment bankers for any outstanding security of the Debtors;
- c. have not been, within three years before the date of the filing of the Debtors' chapter 11 petition, (i) investment bankers for a security of the Debtors, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- d. were not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

6. In connection with a 1997 corporate restructuring, the Debtors determined it was necessary to liquidate Chasmbridge Limited (f/k/a W. R. Grace Limited), a wholly owned United Kingdom non-debtor foreign subsidiary of the Debtors ("Grace-UK"). Under British law, a liquidator was needed to effectuate this restructuring. Accordingly, two PwC United Kingdom partners were appointed to serve as the liquidators of Grace-UK and they continue to serve in that capacity as of the date hereof.

7. In connection with fulfilling their roles as liquidators, the PwC United Kingdom partners obtained from W.R. Grace & Co. -Conn. ("Grace-Conn."), a Debtor, a deed of indemnity backed by a letter of credit. This created a potential, contingent obligation of Grace-Conn. to the two PwC partners, should certain events occur in connection with the liquidation.

8. Recognizing that the continued existence of these obligations from the Debtors to the two PwC United Kingdom partners created potential claims of the PwC partners against the Debtors, the Debtors and PwC entered into extensive negotiations in search of a means to mitigate these potential claims. As of the date hereof, PwC has agreed to waive any and all claims for indemnification against Debtors related to Grace-UK.

9. As part of its diverse practice, PwC appears in numerous cases, proceedings and transactions involving many different professionals, including Kirkland & Ellis, Pachulski, Stang, Ziehl, Young & Jones and other attorneys, accountants, investment bankers and financial consultants, some of which may represent claimants and parties-in-interest in the Chapter 11 Cases. In fact, PwC audits the financial records of Kirkland & Ellis and Pachulski, Stang, Ziehl, Young & Jones and is represented by Kirkland & Ellis in certain matters. Further, PwC has in the past, and may in the future, be represented by several attorneys and law firms in the legal community, some of whom may be involved in these proceedings. In addition, PwC has in the past and will likely in the future be working with or against other professionals involved in the Chapter 11 Cases in matters unrelated to these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these business relations constitute interests materially adverse to the Debtors herein in matters upon which PwC is to be employed, and none are in connection with the Chapter 11 Cases.

10. PwC has in the past represented, and likely in the future will represent, creditors or equity security holders of the Debtors in matters unrelated to these cases. A list of the entities PwC reviewed for conflicts is attached hereto as Exhibit A. In addition, a list of the entities from Exhibit A (i) with which PwC has or had relationships on unrelated matters or (ii) for which PwC has or is currently performing services in unrelated matters is reflected in Exhibit B to the Affidavit. The entities listed on Exhibit B have been located by PwC using its reasonable efforts. It is PwC's intent to update and expand its ongoing conflict search for additional parties in interest in an expeditious manner and update this information as necessary. PwC is confident that the disclosed representation of such creditors and equity security holders in unrelated matters will not affect its engagement by the Debtors in the Chapter 11 Cases.

11. To the best of my knowledge, PwC has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with the Chapter 11 Cases. If this Court approves the proposed employment of PwC by the Debtors, PwC will not accept any engagement or perform any service for any entity or person other than the Debtors in this situation. PwC will, however, continue to provide professional services to entities or persons that may be creditors of the Debtors or parties in interest in the Chapter 11 Cases; provided, however, that such services do not relate to, or have any direct connection with, the Chapter 11 Cases.

12. To the best of my knowledge and belief, no PwC partner is a holder of any shares of the Debtors' stock.

13. PwC will periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, PwC will use reasonable efforts to identify such further developments and will promptly file a Supplemental Affidavit as Fed. R. Bankr. P. 2014(a) requires.

Professional Services Compensation

14. PwC will provide such auditing and tax services as PwC and the Debtors shall deem appropriate and feasible in order to advise the Debtors in the course of the Chapter 11 Cases, including but not limited to the following:

a. **Audit Services.**

- i. Audit the financial statements of the Debtors as may be required from time to time, and advise and assist in the preparation and filing of financial statements and disclosure documents required by the Securities and Exchange Commission including Forms 10-K and 10-Q as required by applicable law or as requested by the Debtors;

- ii. Audit any benefit plans as may be required by the Department of Labor or the Employee Retirement Income Security Act, as amended;
- iii. Review the unaudited quarterly financial statements of the Debtors as required by applicable law or as requested by the Debtors; and
- iv. Perform other audit-related services for the Debtors as may be necessary or desirable.

b. **Tax Services.**

- i. Assist the Debtors in preparing for and undergoing existing and future IRS examinations relating to prior tax work performed by PwC; and
- ii. Rendering any and all other tax assistance as may be requested from time to time.

15. PwC, at the request of the Debtors, also may render additional related support deemed appropriate and necessary to the benefits of the Debtors' estates. The audit and tax services enumerated above are necessary to enable the Debtors to maximize the value of their estates and to reorganize successfully. The Debtors believe that PwC's audit and tax services will not duplicate the services that, subject to this Court entering or having entered appropriate orders, other professionals may provide to the Debtors in the Chapter 11 Cases. PwC will use reasonable efforts to coordinate with the Debtors' other retained professionals to avoid unnecessary duplication of services.

16. In accordance with the terms of its retention with the Debtors, PwC is reimbursed for audit and review services of the Debtors' consolidated financial statements based upon a fixed annual fee of \$700,000. PwC had also agreed to provide the Debtors with tax compliance services for a fixed fee of \$25,000 per month under an agreement which expired in October of 2001. To the extent that PwC is asked to perform any tax related services, it is

anticipated by the parties that such services would be performed upon terms similar to those set forth in the October, 2001 agreement, or upon such other terms as the parties may agree.

17. PwC's fees in connection with certain additional tax services will be based upon the time that PwC necessarily spends in providing its tax services to the Debtors, multiplied by its hourly rates. The normal hourly rates charged by PwC personnel are as follows:

- a. Partner/Managing Director – \$490-\$575;
- b. Director/Manager – \$325-\$515;
- c. Sr. Associate/Associate – \$165-\$325;
- d. Administrative/Paraprofessional – \$75-\$140.

These hourly rates are adjusted from time to time.

18. PwC will seek compensation and reimbursement of expenses in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, the Local Bankruptcy Rules and orders of this Court, including without limitation, the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, dated May 3, 2001, effective as of April 2, 2001.

19. PwC will maintain reasonably detailed records of any actual and necessary costs and expenses incurred in connection with the aforementioned services.

20. PwC has received \$250,000 in retainers for services related to the Chapter 11 Cases and has been paid \$506,029.56 for prepetition services rendered. The payments have been applied to outstanding balances for prepetition services related to the filing of the bankruptcy petitions. The Debtors have agreed that any portion of the retainer not used to compensate PwC for its prepetition services and expenses ultimately will be used by PwC to apply against its postpetition billings and will not be placed in a separate account.

21. As of the date hereof, PwC is currently owed (i) \$700,000² related to its audit services and (ii) \$200,000³ for its tax services for the period from the Original Application Date through the date hereof (the "Fee Period") and \$54,012.77 for its actual and necessary expenses incurred while rendering such services during the Fee Period.

22. No commitments have been made or received by PwC, nor any partner or associate thereof, as to compensation or payment in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. PwC has no agreement with any other entity to share with such entity any compensation received by PwC in connection with the Chapter 11 Cases.

² In accordance with the terms of its retention with the Debtors, PwC is reimbursed for audit and review services of the Debtors' consolidated financial statements based upon a fixed annual fee of \$700,000. PwC's request for reimbursement herein of \$700,000 is based on the completion of the 2001 audit.

³ In accordance with the terms of its retention with the Debtors, PwC is reimbursed for its tax compliance services based upon a fixed monthly fee of \$25,000 per month. The tax compliance retention agreement between the parties expired, however, in October of 2001. PwC is also reimbursed by the Debtors for its tax consulting services. PwC's fees for tax compliance and consulting services provided to the Debtors incurred since the Petition Date are estimated to be \$200,000 (\$175,000 compliance and \$25,000 consulting).

*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Executed on April 15, 2002.

W. Larry Farmer
W. Larry Farmer

Subscribed and Sworn to before me
this 15th day of April, 2002

V. Bridget Coville
Notary Public

My Commission expires: February 3, 2003

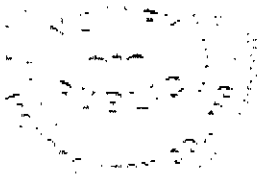


EXHIBIT A

After reasonable research and inquiry, PricewaterhouseCoopers LLP ("PwC") has ascertained that PwC has provided professional services to, or has existing professional services relationships with, the following significant creditors and parties-in-interest to the chapter 11 case of W. R. Grace & Co., et al. (the "Debtors"). PwC has confirmed to the best of its ability, that none of the engagements or relationships that PwC has with these creditors or parties-in-interest relate to the Debtors' chapter 11 case.

1. Engagements Adverse to Debtor Entities

None

2. Other Engagements Unrelated to this Assignment Involving PricewaterhouseCoopers LLP:

(SEE FOLLOWING PAGE)

Audit Clients

ABN AMRO BANK
 CITIBANK
 JP MORGAN CHASE
 THE DEPOSITARY TRUST
 COMPANY
 TRAVELERS
 BANK OF AMERICA
 CHEVRON RES/RICHMOND
 DOW CORNING/CARROLLTON,
 KY.
 DUPONT / TEMPE, AZ
 DYNASOL, INC.

 EQUISTAR - MORRIS, IL
 EXXONMOBIL - TORRANCE, CA
 GOODYEAR TIRE & RUBBER CO.

 HONEYWELL (GOMAR) -
 LINDEN, NJ
 MILLIPORE/GENENTECH-SF
 MOBIL CHEMICAL -
 BEAUMONT, TX
 MOBIL OIL-CHANNAHON, IL
 MOTIVA - DELAWARE CITY, DE

 PACIFIC COAST BUILDING
 PRODUCTS
 DCP-LOHJA INC

 HERCULES INC.
 ALCOA INC.

 THE CHASE MANHATTAN BANK

Other Tax-Related Clients

ABN AMRO BANK
 CITIBANK
 JP MORGAN CHASE
 THE DEPOSITARY TRUST
 COMPANY
 TRAVELERS
 WACHOVIA BANK
 BANK OF AMERICA
 ATOFINA PETROCHEMICALS
 INC.
 CHEVRON RES/RICHMOND
 COLGATE-JEFFERSONVILLE
 IN.
 DUPONT / TEMPE, AZ
 EQUISTAR - MORRIS, IL
 MILLIPORE/GENENTECH-SF

 PACIFIC COAST BLDG.
 PRODUCTS
 DCP LOHJA INC
 ALCOA INC.

 MILLENNIUM
 THE CHASE MANHATTAN
 BANK

Consulting Support Clients

ABN AMRO BANK
 BANK OF AMERICA
 CITIBANK
 FIREMAN'S FUND

 JP MORGAN CHASE
 ST. PAUL
 THE DEPOSITARY TRUST COMPANY
 TRAVELERS

 WACHOVIA BANK
 AMERADA HESS - PORT READING,
 NJ
 ATOFINA PETROCHEMICALS INC.
 BASF CORP.
 BP AMOCO CHEMICAL - CHICAGO,
 IL
 CHEVRON RES/RICHMOND

 CITGO - LEMONT, IL
 CONOCO - DENVER, CO

 DOW CORNING/CARROLLTON, KY.
 DUPONT / TEMPE, AZ

 ELF AQUITAINE

 EQUILON
 ENTERPRISES/WILMINGTON, CA
 EQUISTAR - MORRIS, IL
 EXXON (PAXON) - BATON ROUGE,
 LA
 EXXONMOBIL - TORRANCE, CA
 GOODYEAR TIRE & RUBBER CO.
 LYONDELL CHEMICAL
 PACIFIC COAST BUILDING
 PRODUCTS
 SHELL CHEMICAL CO.
 LOS ANGELES UNIFIED SCHOOL
 DISTRICT
 HUNTSMAN CORPORATION
 DCP-LOHJA INC.
 C.N.A. INSURANCE
 INGERSOLL-RAND FLUID PRODUCTS
 HERCULES INC.
 ALCOA INC.
 MILLENNIUM
 THE CHASE MANHATTAN BANK

EXHIBIT B

The following is a list of creditors and parties-in-interest that PwC used in performing its relationship check:

Bank Creditors of the Debtors

THE CHASE MANHATTAN BANK, AS AGENT
THE DEPOSITORY TRUST COMPANY
CEDE & CO.

Issuers of the Debtors' Outstanding Surety Bonds

AIG
TRAVELERS
FIREMAN'S FUND
HARTFORD
ST. PAUL

Inventory Settlement Agreements

WEITZ & LUXENBERG, NEW YORK, NY
REAUD, MORGAN & QUINN, BEAUMONT, TX
FOSTER & SEAR, DALLAS, TX
GOLDBERG, PERSKY, PITTSBURGH, PA
SILBER & PEARLMAN, DALLAS, TX
LAW OFFICES OF DAVID LIPMAN, P.C., MIAMI, FL
COONEY & CONWAY, CHICAGO, IL
CAMPBELL, CHERRY, HARRISON & DOVE, WACO, TX
ROBLES & GONZALES, MIAMI, FL

Issuers of the Debtors' Outstanding Letters of Credit

ABN AMRO BANK
BANK OF AMERICA
JP MORGAN CHASE
CITIBANK
WACHOVIA BANK

Significant Current Customers of Debtors

A.B.C. SUPPLY
ADMIXTURES INC
AGGREGATE INDUSTRIES
AKZO COATINGS / BIRMINGHAM, AL
ALLIED BUILDING PRODUCTS
ALON USA - BIG SPRING, TX
AMERADA HESS - PORT READING, NJ
AMERICAN ROOFING SUPPLY
ATOFINA PETROCHEMICALS INC.
BASF - DECATUR AL (EX MORTON)
BASF CORP.
BAYER - BAYTOWN, TX
BAYER CORP.
BLUE CIRCLE MATERIALS S.E.

Significant Current Customers of Debtors (Cont.)

BOISE CASCADE
BOSTON SAND & GRAVEL CO
BP - CARSON, CA
BP AMOCO CHEMICAL - CHICAGO, IL
BRADCO SUPPLY
CAMERON ASHLEY BLDG. PRODUCTS
CEMEX USA
CEMSTONE PRODUCTS COMPANY
CHANDLER READY-MIX INC
CHARLES H ERHART JR
CHEVRON RES/RICHMOND
CHEVRON USA
CITGO - LEMONT, IL
CLAYTON COATINGS INC.
COLGATE-JEFFERSONVILLE IN.
CONCRETE SUPPLY COMPANY
CONOCO - DENVER, CO
CONSTRUCTION MATERIALS
COOPERATIVE REFINING - COFFEYVILLE, KS
CRIDER & SHOCKEY INC.
CSR BUSINESS SERVICES CENTER
CSR HYDRO CONDUIT
CSR MATERIALS WEST
DARAMIC, INC.
DOW CORNING/CARROLLTON, KY.
DUPONT / TEMPE, AZ
DUPONT DOW ELASTICS CO.
DYNASOL, INC.
EASTERN CONCRETE MATERIALS, INC.
EASTERN MATERIALS
EMPIRE TRANSIT INC
EQUILON ENTERPRISES/WILMINGTON, CA
EQUISTAR - MORRIS, IL
EXXON (PAXON) - BATON ROUGE, LA
EXXONMOBIL - TORRANCE, CA
FAFARD OF SC.
FORD WHOLESALE
GALCO BUILDING PRODUCTS
GENEVA ROCK PRODUCTS
GOODYEAR TIRE & RUBBER CO.
GRACE/CINN/LAKE CHARLES
H CARR & SONS, INC.
HANDY CHEMICALS
HARRY A. LOWRY & ASSOC.
HONEYWELL (GOMAR) - LINDEN, NJ
HUTTIG BUILDING PRODUCTS

Significant Current Customers of Debtors (Cont.)

INTERNATIONAL PARTNERS
 JOHNSON MATTHEY - W. DEPTFORD NJ
 KELLOGG WHOLESALE BLDG. SUPPLY
 KENNY MANTA INDUSTRIAL SERVICES
 KENSEAL CONSTRUCTION PRODUCTS
 LAFARGE-DENVER
 LYONDELL CHEMICAL
 MARATHON ASHLAND - ROBINSON, IL
 MEYER MATERIAL COMPANY
 MILLIPORE/GENENTECH-S.SAN FRANCISCO
 MITSUI - NEW YORK, NY
 MOBIL CHEMICAL - BEAUMONT, TX
 MOBIL OIL-CHANNAHON, IL
 MOTIVA - DELAWARE CITY, DE
 MURPHY - MERAUX #2, LA
 OMNI FIREPROOFING CO INC
 OWENS CORNING FIBERGLASS, INC.
 OZINGA CHICAGO RMC, INC.
 PACIFIC COAST BUILDING PRODUCTS
 PACIFIC CONSTRUCTION SYSTEMS
 PHILLIPS R&D - BARTLESVILLE, OK
 PPG INDUSTRIES / EAST POINT, GA
 PREMCOR - HARTFORD, IL
 REICHHOLD CHEMICALS, INC.
 REILLY INDUSTRIES INC.- INDIANAPOLIS, IN
 REMET (NY) MRL INDS / SONORA CA
 ROBERTSON'S READY MIX
 SCHOOF'S-OAKLAND/VERNON/COMMERCE/LA
 SCOTTS COMPANY
 SHELL CHEMICAL CO.
 SHERWIN WILLIAMS / FT LAUDERDALE,FL
 SIGLAN CONTAINER CORP.
 SINCLAIR OIL CORP. - TULSA, OK
 SIPLAST,INC
 SOLVAY POLYMERS - DEER PARK, TX
 SUN CHEMICAL/SAN LEANDRO, CA
 SUNOCO PRODUCTS CO.
 TABC - LONG BEACH, CA
 TOSCO - BAYWAY, NJ
 TOSCO LAR - WILMINGTON, CA
 TXI OPERATIONS, LP
 UDS - MARTINEZ, CA
 UNILEVER H&PC - MISSOURI - D
 UNION CARBIDE - TAFT, LA
 VALERO REFINING / BENICIA, CA
 VALSPAR PKG CTG/BIRMINGHAM AL
 VIRGINIA CONCRETE CO INC
 VULCAN MATERIALS-CALMAT DIVISION
 VW & R - SEATTLE, WA / VARIOUS
 WESTSIDE BUILDING MATERIALS
 WHITE CAP INDUSTRIES
 WHITNEY BUILDING PRODUCTS
 WILLIAMS INSULATION
 WYNNEWOOD REFINING, WYNNEWOOD, OK

Directors and Officers of Debtors

AKOS L. NAGY
 ALICIA BURKE
 ANTHONY G. RIDDLESPPERGER
 DAVID B SIEGEL
 DAVID M. CLEARY
 DAVID NAKASHIGE
 DUDLEY L. BOBOLTS
 ELYSE NAPOLI FILON
 FABIO TEGIACCHI
 GREGORY E POLING
 HENRY C. LYONS
 J. ELDER
 JOHN F. AKERS
 JOHN J. MURPHY
 KANG HUI SHEN
 MARK A SHELNTITZ
 MARTIN HUNTER
 MARYE ANNE FOX
 MICHAEL A. MILLER
 MICHAEL N. PIERGROSSI
 O. MARIO FAVORITO
 PAUL BETTACCHI
 PAUL J NORRIS
 PAUL MCMAHON
 R. H. LOCKE
 ROBERT A. MAGGIO
 ROBERT F. JENKINS
 ROBERT J. BETTACCHI
 ROBERT J. MEDLER
 ROBERT M. TAROLA
 ROBERT P. TURNER
 RONALD C CAMBRE
 RUTH E. ROWAN
 SUSAN E. FARNSWORTH
 SUSAN ECCHER
 THOMAS A. VANDERSLICE
 W. BRIAN MCGOWAN
 WILLIAM L MONROE
 WILLIAM L. BAKER
 WILLIAM M CORCORAN

Parties to Litigation with Debtors

ATTORNEY GENERAL FOR CALIFORNIA
 CAPSULES ZAPATA AUSCAN, INC. (CANADA)
 CARUCCIO
 CHAFFEY COMMUNITY COLLEGE
 CITY OF CAMBRIDGE
 COUNTY OF RENFREW
 DON PEARSON
 ED HIPIKIN
 FORECO SRL
 FORECO/FORRESTALI
 GARCIA DIAZ
 GLORIA MUNOZ

Parties to Litigation with Debtors (Cont.)

HER MAJESTY THE QUEEN (CANADA)
INTERNAL REVENUE SERVICE
ISG RESOURCES D/B/A MIDWEST FLY ASH
JOSEPH EVERSON
KANEB PIPE LINE OPERATING PARTNERSHIP
LOUISE TURNER
OGDEN TECK., INC.
PERRY
RALPH MASON
RICKY M. ALBURY
ROBERT H. LOCKE
RUSSELL
SEQUA CORPORATION
STATE OF OHIO
STEVEN A. GARCIA
TAPON (ZAPATA) FRANCE
THE OWNERS, STRATA PLAN LMNS 2262
THE ATRIUM PALACE CONDOMINIUM ASSN.
TIMOTHY KANE
TRI-STATE GENERATION & TRANSMISSION
TULLINO
U.S. JUSTICE DEPARTMENT
U.S. ATTORNEY DISTRICT OF NEW JERSEY
US MINERAL PRODUCTS COMPANY, INC.
VICTORIAN WORKCOVER AUTHORITY
WESTERN FUELS-COLORADO
ZAPATA INDUSTRIES

Top 100 Equity Security Holders of Debtors

CEDE AND CO.
W R GRACE & CO BOOK ENTRY MEMO A/C
LORiot & CO
JEANETTE L VACHON TR UA
PAUL J. NORRIS
CHARLES H ENHART JR
BOB ROBERT SUNNESS
WACHOVIA BANK OF NORTH CAROLINA
M EVELYN BOWMAN
PHYLLIS SCHRIGER
JOHN W AUSTIN JR & PATSY W
QUENTIN ALEXANDER
PATRICIA STANLEY
ELLEN R SAXL
ANGUS W MERCER
RONALD C CAMBRE
JOYCE M MERCER
WAYNE T SMITH
ROSE M JOHNSTON
JOHN A SANTILLO & ROSE SANTILLO
EDNA M LOOS

Top 100 Equity Security Holders of Debtors (Cont.)

JOANNA M FOLEY & JOSEPH P FOLEY
JOSEPH A RIGHTMYER
SIMON ATLAS
ALANNA FORSHAY FENSKE
FRED P BRANDT & CATHERINE A. BRANDT
GEORGE R PERRIN
R RONALD KLEIMAN
JOANNA M FOLEY & JOSEPH P FOLEY
MERLE REPPERT
DAVID B SIEGEL
WILLIAM M CORCORAN
ANN G FITZGERALD
W BRIAN MC GOWAN
HARRY S RINKER TR
RAYMOND E SMILEY
JANET L FARR & EDWARD S FARR
HOLMES OIL COMPANY
LACK & LINDSAY
WILLIAM A MAUDE
WILLIAM MONROE
GERALD W HALMO
DAISY SALZO CASILLA
FRED P BRANDT
DOROTHY G KLEIMAN
JAMES G SCHAEFFER
EDMUND F GUARALDI REVOCABLE TRUST
JOHN O FLENDER
MAGDALEN SLEEMAN
ROBERT BENDHEIM
RUDOLF B PEEST
ROBERT E ANDERSON & MARY F ANDERSON
PHYLLIS SCHRIGER & WILLIAM D ROGER
EILEEN MARGARET GRIMSDITCH
RICHARD J SCHOOFs
NOEL A LEE
BETTY D GREEN
DOROTHY F SELLERS
LAWRENCE M PUCCI
HILDA SALZ O
BONNIE NAGAI
CMSS AS EXCHANGE AGENT FOR CHOMERICS
GEORGE T FUKUI & KATHERINE K FUKUI
LILLIAN BERMAN
LEONARD L BROWN
JOHNNY P FOREHAND JR
KATHRYN C MATTINGLY
GREGORY E POLING
DOUGLAS V REYNOLDS
OLAF B SCHUBBE
THE SMILEY BBN FAMILY PARTNERSHIP

Top 100 Equity Security Holders of Debtors (Cont.)

DAVID LAWRENCE
THOMAS ARLEN EVANS & DOTZIE KAY EVANS
FREDA E STRAHL
MARIA O DE SALZ
HAROLD A ECKMANN
THE ABRAHAM FAMILY TRUST
BARBARA CATES BAYNARD
WILLIE H BLANTON
CELWYN COMPANY INC
RAE C HEIPLE
BURREL LEONARD
MARY C KODIS TR
JOAN MCKAY YOUNG
MALECH 1989 FAMILY TRUST
MARGARET M SOKOL
HAIG TORIGIAN
QUENTIN L THELEN
ROBERT L COX JR
LOUISE LOFFREDO
ELYSE B NAPOLI
RICHARD J NOZEMACK
STEVEN S PALOUMBIS
MARK SHELNITZ
GERT H TESKA
ROBERT H & JOAN P BEBER
LAUREY MERCER RIGSBEE
GEORGE MONTGOMERY
P S DE BEAUMONT

Significant Vendors

THE CHASE MANHATTAN BANK, AS AGENT
THE DEPOSITORY TRUST COMPANY
CEDE AND CO.
LOS ANGELES UNIFIED SCHOOL DISTRICT
HUNTSMAN CORPORATION
ZHAGRUS ENVIRONMENTAL, INC.
DCP-LOHJA INC.
PCS NITROGEN FERTILIZER, LP
DUPONT COMPANY
CASS LOGISTICS TEMPORARY
UNION CARBIDE CORP.
SOUTHERN IONICS, INC.
BASF
C.N.A. INSURANCE
RADIAN INTERNATIONAL
STONE PACKAGING SYSTEM
VALERSON STRENGTH FILMS
INGERSOLL-RAND FLUID PRODUCTS
DELTA CHEMICALS
HERCULES INC.
H.S.I. GEOTRANS INC.
OMG CHEMICALS
ALCOA INC.
NORCHEM CONCRETE PRODUCTS INC.
GENERAL CHEMICAL CORP.
GOODYEAR TIRE AND RUBBER
MILLENNIUM
TETRA CHEMICALS
POROCEL